

**NOTICE OF INTENT TO ACQUIRE A BANK
OUTSIDE VIRGINIA PURSUANT TO § 6.1-406 OF THE CODE OF VIRGINIA**

INFORMATION AND INSTRUCTIONS

This notice is to be filed when either: (a) a Virginia bank holding company, or (b) an out-of-state bank holding company that controls a Virginia bank seeks to acquire a bank outside Virginia by any of the means allowed by § 6.1-398 of the Code of Virginia. The State Corporation Commission is directed to disapprove such a proposed acquisition if within a 30-day period (which may be extended to 45 days) it determines that the acquisition could be detrimental to the safety or soundness of a Virginia bank. This form is designed to elicit the minimum information needed by the Commission to make such a determination. Additional information may be required in some cases, and the right to request such information is hereby reserved. This form is not intended to limit the presentation of the proposal, and the applicant may submit any additional information it considers pertinent. Additional information and documents must be submitted on **8½" x 11"** paper.

The following documents must be submitted with the notice:

1. A check for \$7,000 payable to the Treasurer of Virginia
2. A copy of related applications and documents filed or to be filed with federal and other state agencies.
3. Proxy statement(s), if available.
4. The executed acquisition or merger agreement. If unavailable, provide a description of the proposed transaction.
5. Most recent reports filed with the Securities and Exchange Commission for the applicant and the institution to be acquired. Copies of annual financial statements (audited if available) for the last three years for both the applicant and its parent, if any, and the bank to be acquired and its parent, if any.

The Bureau will review the application and accompanying documents for completeness upon receipt. Investigation of the application may be delayed if the application is incomplete. Thus, full and complete answers should be given at the outset of the application process.

As a general rule, documents filed with the Bureau of Financial Institutions become part of the public record. Upon request, the Bureau will consider for confidential treatment any documents or portions of the application that the applicant considers of a proprietary and personal nature. The request for confidential treatment must discuss the justification for the requested treatment, specifically demonstrating the harm (for example, loss of competitive position or invasion of privacy) that may result from public release of the information. Information for which confidential treatment is requested should be: (1) specifically identified in the public portion of the application (by reference to the confidential section); and (2) specifically separated and labeled "Confidential". The Bureau will advise the applicant if the request for confidentiality cannot be honored.

To view the entire Confidentiality Policy Statement of the Bureau of Financial Institutions or to download this application form or a related form, visit the Bureau's website at **www.scc.virginia.gov/division/banking**.

Inquiries concerning the preparation and filing of this notice should be directed to the Bureau of Financial Institutions, 1300 East Main Street, Suite 800, Post Office Box 640, Richmond, Virginia 23218-0640. Telephone: (804) 371-9690; FAX (804) 371-9416.

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**Bureau of Financial Institutions
State Corporation Commission
1300 East Main Street, Suite 800
Post Office Box 640
Richmond, Virginia 23218-0640**

The undersigned, _____
(Name of Applicant)

(Address)

hereby files notice with the State Corporation Commission, pursuant to Section 6.1-406 of the Code of Virginia, of its intent to acquire:

(Corporate Title of Financial Institution)

(Street Address)

(City, State and Zip)

All inquiries concerning this notice of intent may be directed to _____
(Name)

(Mailing Address)

(Telephone Number and E-mail)

CERTIFICATION

The undersigned, being duly sworn, states that he/she has executed the foregoing application under Section 6.1-406 of the Code of Virginia; that he/she has been duly authorized to execute and file such application, and that to the best of his/her knowledge, information and belief, the application and all accompanying schedules and statements contain no misstatement of fact and do not omit any material fact called for. By executing and filing this application, the applicant represents that it understands and gives assent to the provisions of Section 6.1-404 of the Code of Virginia relating to: the Commission's right to examine an out-of-state bank holding company and all its subsidiaries, the filing of reports by such bank holding companies, and the acceptance by the Commission of examination reports of other regulatory agencies in lieu of conducting its own examinations.

Name (Type or Print)

Signature

Title

Sworn to and subscribed before me this _____ day of _____, _____.

Notary Public